
Exhibit “O”

From: Maria Costa
To: Kilka, James;
Subject: FW: FDIC/ABC Letter
Date: Tuesday, October 05, 2010 3:57:06 PM
Attachments: Servicing Term notification DB.pdf

James, I hope this helps.

Maria Costa
Director of Credit
CardWorks Servicing, LLC.
(W) 516-576-0404 ext 2224
(C) 516-503-0079
(F) 516-576-0422
Maria.Costa@cardworks.com

From: Brian Bennett - NY
Sent: Monday, October 04, 2010 1:52 PM
To: Mabel Goonan
Cc: Sharon Hill; Gina Bennett; Maria Costa
Subject: FDIC/ABC Letter

Mabel,
I had sent Mike N a letter last week which contained the information that TU had requested from us on the background of the ABC dissolution and why CWS needs access to ABC's bureaus/trade lines. Mike has advised that the FDIC will not be signing any additional paperwork in regards to the transfer of servicing and that this document issued by them should suffice to any concerned parties as to who we are and why we need what we need.
Thanks,
Brian

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From: Maria Costa
To: Kilka, James;
cc: Brian Bennett - NY;
Subject: RE: CardWorks Servicing - New Reporting Subcode ZZ
Date: Tuesday, October 12, 2010 11:32:20 AM

Not yet. We will get back to you just as soon as we can..

From: Kilka, James [REDACTED]
Sent: Tuesday, October 12, 2010 11:07 AM
To: Maria Costa
Subject: RE: CardWorks Servicing - New Reporting Subcode ZZ

Hi Maria,

Any news from your end on how to move the trades and report them?

James

From: Maria Costa [mailto:Maria.Costa@cardworks.com]
Sent: Thursday, October 07, 2010 3:39 PM
To: Kilka, James
Cc: Cosier, Kathy; Brian Bennett - NY
Subject: RE: CardWorks Servicing - New Reporting Subcode ZZ
Importance: High

I will get back to you some folks here are having a discussion in regards to this.

Thanks

From: Kilka, James [REDACTED]
Sent: Thursday, October 07, 2010 3:24 PM
To: Maria Costa
Cc: Cosier, Kathy
Subject: FW: CardWorks Servicing - New Reporting Subcode ZZ

Maria,

This is an FYI, we have the new code to be used for ADVANTA. Next step is to schedule a cal for you and Gina, maybe Brian< and Kathy Cosier (Data Rep) and

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myself to make sure we make this transition smooth.

Sound like a plan?

Tomorrow, Kathy and I are available:

11:30 to 12:30

1:00 to 2:00

4:00 to 5:00

Will any of those blocks of time work for you and your team?

James

From: Zevan, Zoe

Sent: Thursday, October 07, 2010 3:16 PM

To: Kilka, James

Subject: RE: CardWorks Servicing - New Reporting Subcode ZZ

Hi James,

Your subcode request has been processed, please see new Subcode below:

1729490

Please see following email for password information

Thank You,

Zoë Zevan

Experian

Client Support Associate Senior

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From: Brian Bennett - NY
To: Maria Costa; Kilka, James;
cc: Gina Bennett;
Subject: RE: FDIC/ABC Letter
Date: Wednesday, October 13, 2010 9:56:25 AM

James,

Thanks for your help on this project. For the portion of the ABC accounts that CWS is not servicing, we are going to leave the existing Advanta subcode in place. For the accounts that CWS is servicing we are looking to change the subcode description to Advanta Credit Cards. We are also working on obtaining a file of accounts where the subcode will need to be updated to the Advanta Credit Cards descriptor. If you need anything else, just let us know.

Thanks,
Brian

From: Maria Costa
Sent: Tuesday, October 05, 2010 5:57 PM
To: 'Kilka, James'; Brian Bennett - NY
Cc: Gina Bennett
Subject: RE: FDIC/ABC Letter
Importance: High

James, let me get Brian thoughts and Gina on this. Brian could this work for us.

Thanks

From: Kilka, James [REDACTED]
Sent: Tuesday, October 05, 2010 4:59 PM
To: Maria Costa
Subject: RE: FDIC/ABC Letter

Maria,

I wanted to try to catch you before you left...I seem to be making some progress. I am requesting a new reporting subcode for you. We will have the ADVANTSA trades report under the new subcode. We should be able to preserve the history on the trades. Do you know Gina Bennett? She has been working with Kathy Cosier at Experian with regards to data reporting and between the two of you, we need to decide how to mark the accounts on what will be the old ADVANTA

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From: Brian Bennett - MY
 To: Kisha, Janyce
 cc: Gina Bennett, Coster, Kathy,
 Maria Coster
 Subject: RE: FDIC/ABC Letter
 Date: Tuesday, October 19, 2010 3:47:05 PM
 Attachments: 7-20-2010 Notice to Holders Advanta.pdf

James,
 I also wanted to send over two docs that we have recently received. The attached PDF is the notification that was sent to ABC cardholders advising them of the termination of ABC as the servicer of their accounts and notifying them of CWS assuming the servicing of their accounts. Below is a letter signed by representatives of the FDIC, CWS and the former ABC advising Experian of their desire to allow CWS to interact with the credit bureau to obtain access and make changes as needed in order to support the ABC accounts serviced by CWS.
 Thanks,
 Brian

CardWorks

October 4, 2010

Kathy Coster
 Experian
 P.O. Box 2104
 Allen, TX 75013-2104

Dear Kathy,

This letter will formally document the dissolution of Advanta Bank Corp (ABC) and the assumption of all servicing duties for the ABC originated accounts by Cardworks Servicing (CWS) effective 8/1/10. ABC was shut down by the State of Utah Department of Financial Institutions and the FDIC was appointed as Receiver in March 2010. The FDIC and asset owners of the portfolio needed to identify a long term servicing solution for this portfolio. Cardworks was selected to perform all aspects of servicing this portfolio as ABC had previously done.

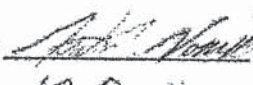
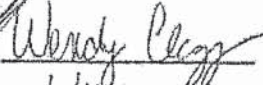
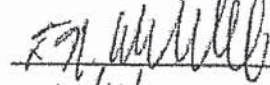
Within the portfolio structure there are presently just over 3.1 million accounts. Of these, Cardworks is seeking to modify the trade line descriptor from Advanta Bank Corp. to display as Advanta Credit Cards on approximately 2.7 million accounts. One of the primary servicing tasks that we need to accomplish is to segment off ABC accounts that have been sold to other 3rd parties and are not part of the portfolio that CWS is servicing. In our conversation last week, you mentioned that the best way to accomplish this would be to establish a new Reporting Code for the CWS serviced accounts. We would like for this new code to report on the consumers' trade line as Advanta Credit Cards.

Below you will find signatures from authorized representatives of the following entities, the FDIC as Receiver for Advanta Bank Corp, a former Advanta Bank Corp employee (currently assisting the FDIC with the operational transition) and Cardworks Servicing indicating their desire to allow CWS to contact and work with Experian as an Issuer would so that we can effectively and efficiently service the ABC MasterCard Portfolio and their consumers.

If I can be of any further assistance, if you have any questions, or if you need any additional information, please do not hesitate to contact me at (516) 576-0404 x2202.

Thank You for your assistance,

Brian Bennett
 VP Operational Risk
 Cardworks Servicing

Signature			
Date	10-5-10	10/4/10	10/4/10

Cardworks Authorization

Former ABC Authorization

FDIC as Receiver for ABC Authorization

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From: Kilka, James
To: Brian Bennett - NY; Gina Bennett;
Maria Costa;
Subject: ADVANTA
Date: Thursday, October 21, 2010 11:58:00 AM

Hi Everyone,

Still working on my follow up. Today, your other subcodes show as "Spiegel/CWS", to consumers and creditors. Do you want the CWS on the end of the "ADVANTA Credit Cards"?

Also, would you categorize ADVANTA as Credit Cards – Finance Company...I am trying to label the subcode with KOB (Kind of Business) that is as close to accurate as we can be. If I am off on this, make a suggestion and I will locate the closest thing to it.

James Kilka
Account Executive
Experian Information Solutions



[REDACTED]
Tel - [REDACTED]
Fax - [REDACTED]
Cell - [REDACTED]

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From: Brian Bennett - NY
To: Kilka, James; Gina Bennett;
Maria Costa,
Subject: RE: ADVANTA
Date: Thursday, October 21, 2010 12:38:45 PM

James,
Thanks again for putting the call together today. It was very helpful. No, we would not want CWS or Cardworks mentioned in the trade line, just Advanta Credit Cards.
Thanks,
Brian

From: Kilka, James [REDACTED]
Sent: Thursday, October 21, 2010 11:59 AM
To: Brian Bennett - NY; Gina Bennett; Maria Costa
Subject: ADVANTA

Hi Everyone,

Still working on my follow up. Today, your other subcodes show as "Spiegel/CWS", to consumers and creditors. Do you want the CWS on the end of the "ADVANTA Credit Cards"?

Also, would you categorize ADVANTA as Credit Cards – Finance Company...I am trying to label the subcode with KOB (Kind of Business) that is as close to accurate as we can be. If I am off on this, make a suggestion and I will locate the closest thing to it.

James Kilka
Account Executive
Experian Information Solutions



[REDACTED]
Tel - [REDACTED]
Fax - [REDACTED]
Cell - [REDACTED]

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From: Kilka, James
To: Brian Bennett - NY; Gina Bennett;
Maria Costa;
cc: Cosier, Kathy;
Subject: Experian - ADVANTA Trade Reporting
Date: Thursday, October 21, 2010 1:30:00 PM

Good Afternoon Everyone,

I spoke to our Client Support area and the information I shared around not being able to move the subcode under your Company ID was accurate. You will essentially close the trades on the old subcode and mark them transferred and then begin to report them under a new subcode. That subcode is 1729490. I will send you the Preamble and Password in a separate email for security purposes.

I have submitted a request to have the name changed to "ADVANTA Credit Cards"
I also requested that the address & phone that all consumers and creditors is:

PO Box 9204
Old Bethpage, NY 11804
Ph: 516-576-8706

This is what is listed on the other subcodes you have. I checked this against two other subcodes to ensure it is consistent.

Gina,

Let me know when you are ready to pull the group back together.

Regards,

James Kilka
Account Executive
Experian Information Solutions



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From: Gina Bennett
To: Kilka, James;
cc: Mabel Goonan; Brian Bennett - NY;
Subject: RE: Experian - ADVANTA Trade Reporting
Date: Friday, October 29, 2010 10:57:35 AM

James,

We want the subscriber code to remain in the Advanta company ID. CardWorks does not own the accounts, they are owned by an Advanta trust. All we need is to change the trade line to Advanta Credit Cards with the address and contact info given below. I believe that is what Lin did. Can you confirm on the original Advanta subcode 1435480?

Thank you,
Gina

CardWorks

GinaMarie G Bennett
PH: (516) 576-0404 x2820
FX: (516) 576-1064

From: Kilka, James [REDACTED]
Sent: Thursday, October 28, 2010 9:32 AM
To: Gina Bennett
Subject: RE: Experian - ADVANTA Trade Reporting

Gina,

The subcode you provided is still under ADVANTA's company ID. I called Lin to see what he was trying to do and in speaking with him he is afraid he may have been misunderstood. The path that you and I were going down with creating a new subcode is the right path.

As I mentioned earlier, I spoke to Lin this morning and he asked me to apologize if he helped to cause any confusion.

We will need to resume our efforts around reporting under the new subcode.

James

From: Gina Bennett [mailto:Gina.Bennett@cardworks.com]
Sent: Wednesday, October 27, 2010 3:38 PM

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From: Gina Bennett
To: Kilka, James;
cc: Mabel Goonan; Brian Bennett - NY;
Subject: RE: Experian - ADVANTA Trade Reporting
Date: Thursday, November 04, 2010 10:35:15 AM

James,
The owner of the Advanta accounts is Vion Holdings II LLC.
Thanks,
Gina

CardWorks

GinaMarie G Bennett
PH: (516) 576-0404 x2820
FX: (516) 576-1064

From: Kilka, James [REDACTED]
Sent: Monday, November 01, 2010 1:50 PM
To: Gina Bennett
Cc: Mabel Goonan; Brian Bennett - NY
Subject: RE: Experian - ADVANTA Trade Reporting

Gina,

I am engaged with the membership area trying to ensure that you guys get the access to the accounts that you need to and one question that came up is who is the current owner of the ADVANTA accounts?

You mentioned a "Trust" ...do we have a contact at whomever that truly is?

James

From: Kilka, James
Sent: Friday, October 29, 2010 12:07 PM
To: Gina Bennett
Cc: Mabel Goonan; Brian Bennett - NY
Subject: RE: Experian - ADVANTA Trade Reporting

Gina,

I will confirm the name change. The one issue that I need to work thru really brings us full circle, is to get you access to the subcode so you can handle disputes

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and have access to Bullseye to view the trades you are servicing. Are these trades still going to be updated by someone on an ongoing basis? Is the Advanta trust going to be the ones to handle reporting? It seems that you will act as an agent, a servicing agent. That ties us back to the form that I provided to Maria at the beginning of this all.

I am going to see how far the letter from the FDIC will get me and I will get back to you. In the meantime, if you can answer any of the questions above, that would be great.

Regards,
James

From: Gina Bennett [mailto:Gina.Bennett@cardworks.com]
Sent: Friday, October 29, 2010 10:58 AM
To: Kilka, James
Cc: Mabel Goonan; Brian Bennett - NY
Subject: RE: Experian - ADVANTA Trade Reporting

James,
We want the subscriber code to remain in the Advanta company ID. CardWorks does not own the accounts, they are owned by an Advanta trust. All we need is to change the trade line to Advanta Credit Cards with the address and contact info given below. I believe that is what Lin did. Can you confirm on the original Advanta subcode 1435480?
Thank you,
Gina

CardWorks

GinaMarie G Bennett
PH: (516) 576-0404 x2820
FX: (516) 576-1064

From: Kilka, James [REDACTED]
Sent: Thursday, October 28, 2010 9:32 AM
To: Gina Bennett
Subject: RE: Experian - ADVANTA Trade Reporting

Gina,

The subcode you provided is still under ADVANTA's company ID. I called Lin to see

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From: Brian Bennett - NY
To: Kilka, James; Gina Bennett;
cc: Mabel Goonan;
Subject: RE: Experian - ADVANTA Trade Reporting
Date: Friday, November 12, 2010 10:28:36 AM

Thanks James, I will get this back to you now.

From: Kilka, James [REDACTED]
Sent: Thursday, November 11, 2010 5:05 PM
To: Gina Bennett
Cc: Mabel Goonan; Brian Bennett - NY
Subject: RE: Experian - ADVANTA Trade Reporting

Gina,

Can you have Brian sign the Agent line of this agreement and have Vion Holdings sign the other open area for Client. This should settle all of this and get you what you need.

Thank you for the patience on this.

You can fax it to me or email it, whichever is easier. My fax is [REDACTED]

James

From: Gina Bennett [mailto:Gina.Bennett@cardworks.com]
Sent: Thursday, November 04, 2010 10:35 AM
To: Kilka, James
Cc: Mabel Goonan; Brian Bennett - NY
Subject: RE: Experian - ADVANTA Trade Reporting

James,
The owner of the Advanta accounts is Vion Holdings II LLC.
Thanks,
Gina

CardWorks

GinaMarie G Bennett
PH: (516) 576-0404 x2820
FX: (516) 576-1064

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From: Brian Bennett - NY
To: Kilka, James;
Subject: RE: Signed Letter by Vion & CWs
Date: Thursday, November 18, 2010 11:42:22 AM

James,
Not a problem, I expected that. I don't know why everyone feels obligated to change standard issue industry text. But then again, I am not a lawyer. I'll send the heads up to Vion.
Thanks,
Brian

From: Kilka, James [REDACTED]
Sent: Wednesday, November 17, 2010 10:01 PM
To: Brian Bennett - NY
Subject: RE: Signed Letter by Vion & CWs

Brian,

I sent the agreement that you sent back to me to our membership area without looking at it. I did not realize that Vion crossed out information and changed text. We cannot accept the changes without our contracts area vetting the requested changes.

I will submit them and see what the feedback is. I am sorry about this last hurdle. I did not pick up on this initially.

James

From: Brian Bennett - NY [mailto:Brian.Bennett@cardworks.com]
Sent: Wednesday, November 17, 2010 12:20 PM
To: Kilka, James
Subject: RE: Signed Letter by Vion & CWs

Thanks again for your help James.

From: Kilka, James [REDACTED]
Sent: Tuesday, November 16, 2010 9:11 PM
To: Brian Bennett - NY
Cc: Gina Bennett; Mabel Goonan; Michael Nowell
Subject: RE: Signed Letter by Vion & CWs

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From: Brian Bennett - NY
To: Kilka, James;
Subject: RE: Signed Letter by Vion & CWs
Date: Friday, January 07, 2011 5:20:37 PM

James,

No problem these things happen over the holidays. Yes, CWS would be the only party servicing the accounts owned by Vion. I will let Vion know that the changes they requested to the 3rd Paragraph cannot be removed. I am going to be out on vacation next week. Being in fraud, I can't take time in December. Would it be ok if I had Vion contact you directly to work this out?

Thanks,
Brian

From: Kilka, James [REDACTED]
Sent: Friday, January 07, 2011 11:09 AM
To: Brian Bennett - NY
Subject: RE: Signed Letter by Vion & CWs

Brian,

I am sorry that this has slipped a bit. Here is the feedback from my legal person assigned to work with me on this project:

Paragraph #1 – Will Client's affiliate be the party solely providing services?

Para #2 – okay, can agree to.

Para #3 – cannot remove as agent is responsible for its agent's actions (just like we would be responsible for our subcontractors/3rd Parties).

(In the first question, is CardWorks the only affiliate that will work this portfolio or will there be other businesses?)

I reattached the copy that you originally provided with the changes.

James

From: Brian Bennett - NY [mailto:Brian.Bennett@cardworks.com]
Sent: Thursday, November 18, 2010 11:42 AM
To: Kilka, James
Subject: RE: Signed Letter by Vion & CWs

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